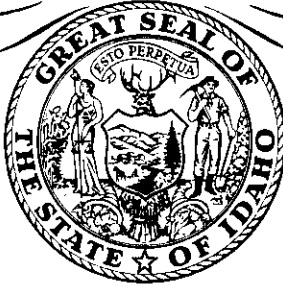


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CENARRUSA
I, ~~XXXXXXXXXXXXXXXXXXXX~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

SNAKE RIVER POWER ASSOCIATION, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 7th day of November 19 67, original articles of amendment, as provided by Section s. 30-146 & 30-147, Idaho Code.
providing number of Directors to be not less than three.

and that the said articles of amendment contain the statement of facts required by law, and ~~xxx~~ will be / recorded on ~~Microfilm~~. **Microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 7th day of November, A. D., 1967.

PETE T. CENARRUSA
Secretary of State

~~XXXXXXXXXXXXXXXXXXXX~~
Asst. Corporation Clerk

CERTIFICATE OF AMENDMENT TO
AMENDED ARTICLES OF INCORPORATION

of

SNAKE RIVER POWER ASSOCIATION, INC.

BE IT REMEMBERED:

That at a special meeting of the members of SNAKE RIVER POWER ASSOCIATION, INC., called pursuant to written notice of the time, place and purpose of said meeting, held at the Holiday Inn in Idaho Falls, Bonneville County, Idaho, on the 2nd day of August, 1967, which meeting as will hereinafter more particularly appear from the affidavit of the President and Secretary hereto attached, was duly and legally called, and there was included in the notice of said special meeting of the members, a proposal to adopt an amendment to the Amended Articles of Incorporation of Snake River Power Association, Inc., and a copy of the proposed amendment was included with said notice, a resolution was duly made, seconded and adopted by the vote of the holders of two-thirds of the voting power of all members of Snake River Power Association, Inc. to the end and purpose that Article X of the Amended Articles of Incorporation shall be amended to read as follows:

"The number of directors of the corporation shall be at least three, with the exact number to be determined by the By-Laws, and the number of directors may be increased or decreased within these limits from time to time by vote of the members in accordance with the By-Laws of the corporation. Those directors serving at the time of the adoption of this amended Article shall continue to serve until their terms have expired, and until their successors are elected and qualified."

AFFIDAVIT AS TO ADOPTION OF
AMENDMENT TO AMENDED ARTICLES OF INCORPORATION

of

SNAKE RIVER POWER ASSOCIATION, INC.

STATE OF IDAHO,)
 SS.
COUNTY OF MADISON.)

JOHN L. BROG and EDWIN C. SCHLENDER, being each severally
duly sworn, each for himself deposes and says:

1. That John L. Brog is the President and Edwin C.
Schlender is the Secretary of SNAKE RIVER POWER ASSOCIATION, INC.

2. That the foregoing amendment to Amended Articles of
Incorporation of Snake River Power Association, Inc. was adopted
by the affirmative vote of 6 members, constituting more than
two-thirds of the total 8 members of said corporation, at
a special meeting of the members held in the Holiday Inn, in
Idaho Falls, Bonneville County, Idaho, at the hour of 10 o'clock
a.m. on the 2nd day of August, 1967, pursuant to a written notice
of the date, place and purpose of said meeting duly and legally
given according to the requirements of the Idaho laws, the
Articles of Incorporation, and the By-Laws of said corporation,
together with a copy of the proposed amendment to Amended Articles
of Incorporation.

John L. Brog
Edwin C. Schlender

SUBSCRIBED AND SWORN To before me this 6th day of

November, 1967.

Ray W. Sigby
Notary Public for Idaho
Residing at Rexburg, Idaho
My commission expires: 1-26-71